

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:39 PM 07/13/2006
FILED 07:36 PM 07/13/2006
SRV 060667552 - 3128492 FILE

STATE OF DELAWARE
CERTIFICATE OF MERGER

of
First Select, Inc., a Delaware corporation
into

WMB St. Helens LLC, a Washington limited liability company

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned limited liability company executed the following Certificate of Merger:

1. The name of the surviving limited liability company is WMB St. Helens LLC, a Washington limited liability company, and the name of the corporation being merged into this surviving limited liability company is First Select, Inc., a Delaware corporation.
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.
3. The name of the surviving limited liability company is WMB St. Helens LLC.
4. The merger is to become effective upon filing of this certificate with the Delaware Secretary of State.
5. The Agreement and Plan of Merger is on file at the place of business of the surviving limited liability company.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or stock holder of the merging corporation.
7. The surviving limited liability company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation or limited liability company of Delaware, as well as for enforcement of any obligation of the surviving limited liability company arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving limited liability company at the following address:

c/o Washington Mutual
Attn: Legal Department
1201 3rd Avenue
Mailstop: WMT-1706
Seattle, WA 98101

[Signature Follows on Next Page]

EXHIBIT


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IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, as of the 11th day of July, 2006.

SURVIVING COMPANY:

WMB St. Helens LLC, a Washington limited liability company

By: FA Out-of-State Holdings, Inc., a California
corporation
Its: Sole Member

By: 
Name: Fay L. Chapman
Its: Senior Executive Vice President

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

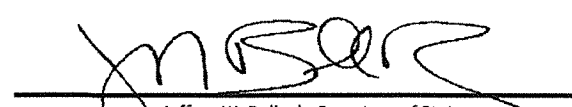
"FIRST SELECT, INC.", A DELAWARE CORPORATION,

WITH AND INTO "WMB ST. HELENS LLC" UNDER THE NAME OF "WMB ST. HELENS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JULY, A.D. 2006, AT 7:36 O'CLOCK P.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9454230

DATE: 03-23-12